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BEFORE THE BOARD OF OIL, GAS AND MINING

FEB 01 2013

DEPARTMENT OF NATURAL RESOURCES

SECRETARY, BOARD OF
OIL, GAS & MINING

STATE OF UTAH

IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER POOLING ALL)
INTERESTS IN THREE DRILLING)
UNITS ESTABLISHED BY THE)
BOARD'S ORDER ENTERED IN)
CAUSE NO. 139-90 IN SECTION 3,)
TOWNSHIP 3 SOUTH, RANGE 1)
WEST, U.S.M., DUCHESNE AND)
UINTAH COUNTIES, UTAH, AND)
SECTIONS 16 AND 36, TOWNSHIP 3)
SOUTH, RANGE 3 WEST, U.S.M.,)
DUCHESNE COUNTY, UTAH)

REQUEST FOR
AGENCY ACTION

Docket No. 2013-007
Cause No. 139-102

NEWFIELD PRODUCTION COMPANY, by and through its undersigned attorneys, and pursuant to Utah Code Ann. §§ 40-6-5 and 40-6-6.5, petitions the Board of Oil, Gas and Mining (the "**Board**") for an order pooling all of the interests within three of the sectional drilling units established by the Board's Order entered in Cause No. 139-90, such drilling units comprising all of Section 3, Township 3 South, Range 1 West, U.S.M., Duchesne and Uintah Counties, Utah, and Sections 16 and 36, Township 3 South, Range 3 West, U.S.M., Duchesne County, Utah (collectively, the "**Subject Lands**").

In support of its Request for Agency Action ("**Request**"), Newfield Production Company states and represents as follows:

1. Newfield Production Company ("**Newfield**") is a Texas corporation in good standing, having its principal place of business for its Rocky Mountain operations in Denver, Colorado. Newfield is qualified to do and is doing business in Utah.

2. The Board has jurisdiction of the parties and subject matter of the Request, pursuant to Sections 40-6-5 and 40-6-6.5 of the Utah Code Annotated.

3. Newfield is an owner of working interests in the Subject Lands.

4. The Subject Lands are subject to that certain Findings of Fact, Conclusions of Law and Order entered by the Board in Cause No. 139-90 on May 9, 2012 (the “**Spacing Order**”), which established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River and Wasatch formations (as defined in the Spacing Order and Paragraph 7 herein) beneath subject Sections 3, 16, and 36 to authorize up to four wells (whether vertical or horizontal) to be drilled in each drilling unit.

5. The minerals within the Subject Lands are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, Indian allottees, the State of Utah School and Institutional Trust Lands Administration, and numerous private (fee) owners. Some of the owners have leased their minerals to Newfield or to the other working interest owners. Some of the owners have declined to lease their minerals, and certain other owners are not locatable.

6. The surface estate of the Subject Lands has been severed from the mineral estate beneath those lands. The drillsite owner for the Killian #14-3-3-1W well is Tracy Killian. The drillsite owners for the Grace #3-16-3-3WH well are Wayne and Jan Hanberg. The drillsite owners for the Lake Boreham #4-36-3-3WH well are Michael and Suzanne Evans.

7. The formations that have been unitized for drilling and spacing purposes beneath the Subject Lands are the Lower Green River and Wasatch formations defined as follows (collectively, the “**Spaced Intervals**”):

[T]he interval from the top of the Lower Green River formation (TGR₃ marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in

the S½NE¼ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S½NE¼ of Section 11, Township 2 South, Range 4 West, U.S.M.

8. Newfield has drilled the following wells into the Spaced Interval beneath the Subject Lands (the “**Subject Wells**”):

- a. Killian #14-3-3-1W well located in the SE¼SW¼ of subject Section 3.
- b. Grace #3-16-3-3WH well whose surface location is in the NE¼NW¼ of subject Section 16, and whose bottomhole location is in the SE¼SW¼ of that section.
- c. Lake Boreham #4-36-3-3WH well whose surface location is in the NW¼NW¼ of subject Section 36, and whose bottomhole location is in the SW¼SW¼ of that section.

9. Newfield has attempted to enter into leases or voluntary pooling agreements for the development and operation of the three sectional drilling units established by the Board under the Spacing Order (hereinafter sometimes, “**Drilling Unit or Units**”) with the other locatable owners within the Drilling Units, including owners of the mineral interests in the Drilling Units. Newfield’s attempts in this regard have not been totally successful. Newfield is continuing to attempt to reach agreements with the other owners and unleased mineral interest owners regarding voluntary pooling and the leasing of the unleased mineral interests within the Subject Lands.

10. Newfield has mailed or otherwise provided written invitations to the other locatable owners, including the unleased mineral interest owners, in each Drilling Unit to join and participate in the Subject Well located in such applicable Drilling Unit according to their ownership interests, including a detailed Authority for Expenditure and Joint Operating Agreement for such well or wells. On information and belief, Newfield believes that some owners, including several of the unleased owners do not intend to participate in a Subject Well.

11. Because of the divided nature of the mineral ownership in the Drilling Units and lack of complete voluntary participation by the mineral interest owners in the Subject Wells, it is necessary for the Board to enter an order pooling all of the interests in each subject Drilling Unit to obtain Bureau of Indian Affairs (“BIA”) approval of communitization agreements covering such Drilling Units. In addition, in order to obtain BIA approval of such communitization agreements, it also is necessary that the Board’s pooling order provide that the pooling be made retroactive to the date of first production for the first applicable Subject Well completed as a producing well in a Drilling Unit.

12. Newfield has conducted a thorough title examination of the mineral ownership in the Subject Lands in an effort to identify and locate the owners of those interests. However, not all of the owners are locatable. Newfield’s efforts in this regard are continuing and Newfield will report to the Board at or before the hearing regarding the owners who remain unlocatable.

13. In order to facilitate development of the Drilling Units in the absence of a written agreement between Newfield and the other owners within each Drilling Unit, Newfield requests that the Board enter an order pooling all of the interests within each established Drilling Unit for the development and operation of the Drilling Unit and the respective designated Drilling Unit well or wells, and further providing in accordance with Utah Code Ann. § 40-6-6.5:

- a. That operations incident to the drilling of a designated Drilling Unit well upon any part of a Drilling Unit covered by such order shall be deemed for all purposes to be operations upon each separately owned tract in the Drilling Unit.
- b. That the portion of production allocated or applicable to a separately owned tract within any Drilling Unit covered by such order shall, when produced, be deemed for all purposes to have been produced from that tract by a well drilled on it.

c. That such order provide for the payment of just and reasonable costs incurred in the drilling and operation of the designated Drilling Unit well or wells, including, but not limited to:

- (i) the costs of drilling, completing, equipping, producing, gathering, transporting, processing, marketing, and storage facilities;
- (ii) reasonable charges for the administration and supervision of operations; and
- (iii) other costs customarily incurred in the industry.

d. That an owner is not liable under such an order for costs or losses resulting from the gross negligence or willful misconduct of the operator.

e. That if an owner does not elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well or wells within a reasonable time following written notice of the opportunity to participate (a “**Non-Consenting Owner**”), then such party shall be entitled to receive, subject to royalty or similar obligations, the share of production of the well applicable to his or her interest in the Drilling Unit after the owners who elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well or wells (the “**Consenting Owners**”) have recovered from the Non-Consenting Owner’s share of production the following amounts less any cash contributions made by the Non-Consenting Owner:

- (i) 100% of the Non-Consenting Owner’s share of the cost of surface equipment beyond the wellhead connections;

- (ii) 100% of the Non-Consenting Owner's share of the estimated cost to plug and abandon the well as determined by the Board;
- (iii) 100% of the Non-Consenting Owner's share of the cost of operation of the well commencing with first production and continuing until the Consenting Owners have recovered all costs;
- (iv) an amount to be determined by the Board but not less than 150% nor greater than 300% of the Non-Consenting Owner's share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing, and the cost of equipment in the well to and including the wellhead connections.

f. That a Non-Consenting Owner's share of the costs specified above is that interest which would have been chargeable to the Non-Consenting Owner had it initially agreed to pay its share of the costs of the well from the commencement of the operations for the well.

g. That if there is any dispute about costs, the Board shall determine the appropriate costs.

h. That such order shall provide for reimbursement to the Consenting Owners for any Non-Consenting Owner's share of the costs out of production from the Drilling Unit attributable to his or her tract and that the Consenting Owners shall own and be entitled to receive, subject to royalty or similar obligations, the share of production attributable to their working interests in the Drilling Unit; and unless he or she has agreed otherwise, his or her proportionate part of the Non-Consenting Owner's share of the production until costs are recovered as provided herein.

i. That if a Non-Consenting Owner's tract is subject to a lease or other contract for oil and gas development, such order shall provide that the Consenting Owners shall pay any royalty interest or other interest in the tract not subject to the deduction of the costs of production from the production attributable to that tract.

j. That if a Non-Consenting Owner's tract is not subject to a lease or other contract for oil and gas development, then such party shall receive as royalty the average landowner's royalty attributable to each tract within such Drilling Unit, said royalty to be paid from production attributable to each such tract until the Consenting Owners have recovered the costs as provided herein.

k. That the operator of the Drilling Unit well or wells shall furnish any Non-Consenting Owner with monthly statements specifying costs incurred, the quantity of oil and gas produced, and the amount of oil and gas proceeds realized from the sale of the production during the preceding month.

l. That when the Consenting Owners have recovered from a Non-Consenting Owner's relinquished interest all of the amounts specified herein, the relinquished interest shall automatically revert to the Non-Consenting Owner. The Non-Consenting Owner shall from that time own the same interest in the designated Drilling Unit well and the production from it, and be liable for the further costs of the operation, as if he or she had participated in the initial drilling and operation. Such costs shall be payable out of production.

m. That in any circumstance where a Non-Consenting Owner has relinquished his or her share of production or at any time fails to take his or her share of production in-kind when he or she is entitled to do so, the Non-Consenting Owner shall be entitled to an accounting of the oil and gas proceeds applicable to his or her

relinquished share of production, and payment of the oil and gas proceeds applicable to that share of production not taken in-kind, net of costs.

n. That a reasonable interest charge of the Prime Rate plus 2% (percent) (with “Prime Rate” defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo Bank ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah) be imposed on the outstanding costs and expenses.

o. That plugging and abandonment costs based on evidence provided by Newfield at the hearing in this Cause be determined.

p. That all other issues between any Non-Consenting Owners and the Consenting Owners not otherwise expressly addressed in the Board’s order be governed by the provisions of the current form of joint operating agreement that governs operations by the Consenting Owners on the Subject Lands.

14. Newfield is prepared to present evidence and testimony in support of its request to pool the nonconsenting owners in the Subject Lands.

15. Newfield believes and therefore states that the requested action will further the statutory objectives of fostering, encouraging, and facilitating the orderly development, production and utilization of the state’s resources in a manner that prevents waste and adequately protects the correlative rights of all affected parties, and is just and reasonable.

WHEREFORE, Newfield respectfully requests the Board to:

A. Set this matter for hearing at the regularly scheduled meeting of the Board to be held on March 27, 2013, to consider approving an order pooling the Drilling Units for the Spaced Interval underlying the Subject Lands as requested herein.

B. Give notice of this Request for Agency Action and the hearing as provided by the laws of the State of Utah and regulations issued pursuant thereto. The names and last known addresses of all persons within the Drilling Units known by Newfield whose legally protected interests in the Subject Lands will be affected by this Request are set forth in the mailing certificate attached to this Request.

C. Conduct a hearing at which Newfield and all interested parties may be allowed to present evidence regarding the pooling of all interests in each Drilling Unit within the Subject Lands and the entry of an order pooling all such interests for the development and operation of such Drilling Unit.


D. Make such findings as it deems necessary in connection with this Request.

E. Enter an order pooling all of the interests in each Drilling Unit within the Subject Lands as requested herein, including that the pooling be made retroactive to the date of first production for the first applicable Subject Well completed as a producing well in a Drilling Unit, and incorporating the provisions set forth in Paragraph 13 hereinabove, in accordance with Utah Code Ann. § 40-6-6.5.

F. Provide such other relief as may be just and proper under the circumstances.

Dated this 1st day of February, 2013.

VAN COTT, BAGLEY, CORNWALL & McCARTHY

By 
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Petitioner's Address:

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Attention: Roxann Eveland

CERTIFICATE OF MAILING

I hereby certify that on this 1st day of February, 2013, I caused a true and correct copy of the foregoing Request for Agency Action to be served via U.S. Mail, properly addressed with postage prepaid, upon each of the following:

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